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### THE JACK STRAW MEMORIAL FOUNDATION HAS ADOPTED NEW BY-LAWS

These by-laws were adopted at the September meeting of the Board of Directors:

#### BYLAWS OF JACK STRAW MEMORIAL FOUNDATION

##### I. NAME AND LOCATION

The name of the corporation is "Jack Straw Memorial Foundation," and its location and chief place of business shall be in the City of Seattle, King County, Washington.

##### II. POWERS

The Foundation shall have the powers authorized under RCW Chapter 24.03 and any revisions of that law. It shall exercise power in accordance with its purposes as set forth in its Restated Articles of Incorporation, including powers necessary or incidental to effect its purposes. Its powers shall include those related to radio broadcasting, including print and video activities, sponsorship or cosponsorship of public activity programs, and those involved in fostering and promoting educational and cultural activities related to communications media.

##### III. MEMBERSHIP

1. **Membership.** The membership shall consist of all persons who contribute Board established dues (as distinguished from subscription payment); those who give at least ten hours of unpaid service annually to the Foundation or its radio station; and members of the paid staff.

Members may attend and participate in all meetings of the Board of Directors as non-voting attenders, except for those meetings designated by the Board as executive sessions, for the consideration of confidential or sensitive matters, e.g., litigation and personnel. The membership shall constitute a public advisory board to counsel and advise the Board of Directors.

2. **Membership Meetings.** There shall be at least an annual meeting of the membership, on a date set by the Board following the commencement of the fiscal year (June 30), at which there shall be the election of four members to the Board of Directors. Notice of the annual meeting of the membership shall be mailed or delivered to each member not less than 30 nor more than 50 days before the meeting.

##### IV. BOARD OF DIRECTORS

1. **Composition of the Board.** The Board of Directors shall consist of twelve persons. Eight of the Directors shall be elected by a majority of the existing Board of Directors and four Directors shall be elected by the membership. Those who generally subscribe to the purposes of the Foundation and are members of the Foundation shall be eligible for election to the Board of Directors. The Directors shall be classified with respect to the time for which they hold office by dividing them into two classes, each consisting of six Directors, and each Director shall hold office until the successor shall be elected and shall qualify. Except for the first election following the adoption of these Bylaws, the Directors will be elected for a two-year terms so that the term of one class of directors shall expire in each year. Board members may vote for themselves and any Director shall be eligible for re-election.

2. **Election of Directors.**

a. **Nominations.**

(1) **Directors Elected by the Board.** Nominations for Directors to be elected by the Board shall be made by the Nominating Committee.

(2) **Directors Elected by the Members.** Nominations for the Board to be elected by the members shall be made by the Nominating Committee. The notice of the annual meeting shall contain the nominations of the Nomination Committee and shall point out that additional nominations for vacancies on the Board to be elected by the membership may be made by petition. The nominating petition for a board position to be elected by the membership must be signed by at least 15 members and must be submitted at least 14 days before the annual meeting.

b. **Elections.**

(1) **Directors Elected by the Board.** At the first annual meeting following adoption of these Bylaws, the eight Directors to be elected by a majority of the existing Board of Directors shall be divided into two classes. The first class shall be elected for a term of one year; the Directors of the second class shall be elected for a term of two years. The four Directors elected by the Board receiving the fewest number of votes shall form the first class, the

four receiving the greatest number of votes shall form the second class of Directors. Any tie votes will be broken by lots. At each annual election thereafter the successors to the class of Directors whose term shall expire that year shall be elected by the remaining directors elected by the Board to hold office for the term of two years.

(2) **Directors Elected by the Members.** At the first annual meeting following adoption of these Bylaws, the four directors to be elected by the members shall be divided into two classes. The first class shall be elected for a term of one year, the second class to be elected for a period of two years. The two directors receiving the fewest number of votes by the members shall be in the first class, the two directors receiving the greatest number of votes shall be in the second class. Any tie votes shall be broken by lot. At each annual election thereafter, the successors to the class of directors whose term shall expire at that year shall be elected by the members to hold office for a term of two years.

c. **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors elected by the Board though less than a quorum of the members of the Board of directors elected by the Board remain. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of increase in the number of directors may be filled by election by the members of the Board of Directors elected by the Board for a term of office continuing only until the next election of directors.

3. **General Powers of the Board.** The Board of Directors shall be responsible for compliance with all regulations and requirements imposed by the FCC upon its broadcast licensees, for the general control of the property of the Foundation for the employment of managerial staff, and for general direction of the Foundation's activities.

4. **Board Meeting.** The Board shall have regular meetings on the third Tuesday of each month or on such other date as they may agree by majority vote or by designation by the President. Monthly meetings may be omitted, upon decision of the Board, for summer or other such occasions. Its annual meeting shall take



place following the commencement of the fiscal year and following the meeting of the general membership.

Special meetings to act upon matters necessary to the conduct of the business of the Foundation may be conducted by telephone or mail at the direction of the President, but any decision made by such method shall only be valid if the signed consent of each Board member is secured.

Special meetings of the Board may be held at any reasonable time and place, whenever called by the President or Secretary, or by any three or more directors.

**5. Notice of Meetings.** Notice of the annual meeting of the Board of Directors stating the place, date, and hour of the meeting, and, in the case of a special meeting, also stating the purpose for which the meeting is called, shall be delivered to each member not less than ten nor more than fifty days before the meeting, either personally or by mail, by or at the direction of the Board of Directors. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the address appearing in the records of the Foundation, with postage paid. No notice is required for regular monthly meetings of the Board.

**6. Quorum.** Not less than one half of the Board, not counting vacancies, shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the directors, and shall constitute the act of the Board of Directors. Proxy voting by directors is prohibited.

**7. Committees.** The Board shall designate and appoint the standing committees. Other committees may be appointed by the President, with the approval of the Board. Not all Committee members need be directors, except for the nominating committee. Each committee shall have two or more directors, except where a greater number is otherwise provided for in these Bylaws. The membership of the Executive Committee must be approved by a majority of the whole Board of Directors and no committee shall be empowered to act for the Board except upon adoption of a resolution by a majority of the directors in office pursuant to RCW 24.03.115.

**8. Standing Committees.** The Board of Directors may have the following standing committees with the power and authority as provided below: Executive Committee, Finance Committee, Nominating Committee, Personnel Committee, and Goals and Long-Range Planning Committee.

**9. Executive Committee.** The Executive Committee shall be composed of the officers of the corporation. The Executive Committee—subject to the adoption of an appropriate resolution by a majority of the directors in office pursuant to RCW 24.03.115—shall have the authority of the Board and shall from time to time evaluate the performance of the Directors. The Executive Committee shall not have the authority of the Board of Directors to amend, alter, or repeal Bylaws; elect, appoint, or remove any member of a committee or any director or officer of the corporation; to amend the basic documents of the corporation; to adopt a plan of merger or plan of consolidation; or to sell, lease, exchange, or mortgage any substantial portion of the property of the corporation or adopt a plan for distribution of assets. The appointment of this committee and the delegation to it of authority shall not relieve the Board of any individual director of any responsibility imposed by law.

**10. Finance Committee.** The Finance Committee shall consist of at least three directors, including the Treasurer. The Treasurer shall be the chair of the committee. The Finance Committee shall meet from time to time to oversee the corporation's financial operation and the management of its financial resources including recommending an auditing firm for the books and records of the corporation to the Board and initially reviewing the audit of the corporation and presenting the report to the Board.

**11. Personnel Committee.** The Personnel Committee shall consist of at least three directors, one of whom shall be elected as the chair of the committee by the Board. The committee shall provide oversight of personnel policies and practices of the corporation.

**12. Goals and Long-Range Planning Committee.** The committee shall consist of at least three directors, one of whom shall be elected as chair by the Board. The committee will ensure that the goals and long-range program plans of the corporation are updated and monitor the implementation of such plans.

**13. Nominating Committee.** The Nominating Committee shall consist of four directors appointed by the President with the advice and consent of the Board. This committee shall nominate candidates for those directors to be elected at the annual meeting of the membership, and the candidates for those directors to be elected by the Board. The Board shall nominate candidates for officer positions. This committee shall make its report to the Board before the annual meeting.

## V. OFFICERS

**1. Officers.** The officers of the corporation shall be President, Vice President, Secretary, and Treasurer. Any two or more offices may be held by the same person, except the office of the President and Vice President, and of President and Secretary.

**2. Election of Officers.** The Board of Directors shall elect by a majority of the directors in office at the annual meeting of directors, elect a President, one or more Vice Presidents, Secretary, and Treasurer, and such other officers as are necessary or desirable. The Board may elect or appoint such other officers, assistant officers and agents as it shall deem necessary or desirable, who shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.

**3. Period of Office.** The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby. If the Office of any of the officers becomes vacant the vacancy shall be filled by the Board.

**4. President.** The President shall preside at all meetings of the members and directors, and shall be a member ex-officio of all committees. He/she shall perform such other duties as may be prescribed by the Board of Directors from time to time.

**5. Vice President.** In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President, and the Vice President shall perform such other duties as the Board shall prescribe.

**6. Secretary.** The Secretary shall attend all sessions of the Board and all meetings of the members and record or cause to be recorded the minutes of all proceedings in a book or file to be kept for that purpose. He/she shall give or cause to be given required notice of all meetings of the members, and of the Board, and shall perform such other duties as may be prescribed by the Board.

**7. Treasurer.** The Treasurer shall be responsible for the custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts or receipts and disbursements of the corporation and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the Board. He/she shall disburse or cause to be disbursed the funds of the corporation when appropriate, taking receipts for such disbursements, and shall render or cause to be rendered to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all financial transactions and of the financial condition of the corporation.

**8. Manager and/or Executive Director.** The Board may employ a manager and/or an Executive Director to whom it may delegate, subject to Board direction and control, the performance of such duties as the firing and direction of paid personnel, the assignment of functions to volunteers, training of commentators and other station personnel; procurement and development of programming, and such other duties and functions as the Board may from time to time assign subject to the policies and directions provided by the Board.

## VI. COMPENSATION

No salaries or other compensation shall be paid to members of the Board of Directors or officers of the corporation except for actual services that may be rendered. The Board shall give due consideration to the services to be rendered by such person and the nonprofit nature of the corporation.

## VII. ADVISORY COUNCIL

The directors, on recommendation of the Nominating Committee, shall establish an Advisory Council which shall represent varying views on broadcast media and program ideas. The Council shall consist of 12 to 24 persons who shall be representative of different community interests as well as creative arts in the community. They may be previous members of the Board and may be part of the membership group. Each shall serve for one year and may be re-elected. The Council shall meet at least annually. The initial meeting shall be called by the president who shall be an ex officio member of the committee. The council shall choose a chairperson at its first meeting following the annual meeting of the general membership.

This chairperson shall be responsible for making reports to the membership and to the Board of Directors. Any reports and recommendations of the Council shall be given to the President, who shall submit them for consideration by the Board of Directors.

## VIII. GENERAL PROVISIONS

**1. Fiscal Year.** The fiscal year of the corporation shall commence on July 1 of each year.

**2. Books and Records.** The corporation shall keep current and complete books and records as necessary and desirable, and they may be inspected by any member or director for any proper purpose at any reasonable time.

**3. Rules of Procedures.** The rules at meetings of the Board and general membership shall be the Robert's Rules of Order on Parliamentary Procedure, as amended, so far as is applicable and when not inconsistent with these Bylaws, Articles of Incorporation, or with any resolution of the Board of Directors.

## IX. INDEMNIFICATION

Insofar as is consistent with applicable law, each director or officer now or hereafter serving the corporation and his respective heirs, executors, and personal representatives shall be indemnified by the corporation against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of being or having served in any such capacity, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may legally be entitled under any bylaw, agreement, vote of Board of Directors, or otherwise.

## X. AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds of the directors, provided that at least ten days notice of proposed changes be given by the party or parties calling the meeting of the Board of Directors considering such proposed amendments; at any meeting of the Board of Directors or without a meeting if consent or agreement in writing, including the text thereof, is signed by all directors.

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The Foundation is continuing to make every effort to get back on the air, and urges patience from its supporters. In the meantime, it accepts contributions from the public in subscription to its goals. There will be three established rates: "Poverty" at fifteen dollars, "Regular" at thirty-five dollars, and "Family" at forty-five dollars per year. For fifty dollars per year and a Family subscription, membership in the Foundation is available. Current membership in the Foundation, good for this calendar year, is available through this October after which the fee will apply to the fiscal year ending June 30, 1986.